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*Attorneys for Defendants PolarityTE, Inc.,
Denver Lough, Michael Beeghley, Willie C.
Bogan, Jeff Dyer, Steven Gorlin, Jon Mogford,
John Stetson and Edward Swanson*

IN THE UNITED STATES DISTRICT COURT
DISTRICT OF UTAH

HENRY MONTHER, derivatively on behalf of
POLARITYTE, INC.,

Plaintiff,

v.

DENVER LOUGH, MICHAEL BEEGHLEY,
WILLIE C. BOGAN, JEFF DYER, STEVEN
GORLIN, JON MOGFORD, JOHN
STETSON, and EDWARD SWANSON,

Defendants,

and

POLARITYTE, INC.,

Nominal Defendant.

**STIPULATION REGARDING STAY OF
ACTION AND RELATED MATTERS**

Case No. 2:18-cv-00791-TC

The Honorable Tena Campbell

WHEREAS, on October 10, 2018, plaintiff Henry Monther (“Plaintiff”) filed a putative stockholder derivative action (the “Action”) on behalf of nominal defendant PolarityTE, Inc. (“PolarityTE” or the “Company”) alleging violations of law and breaches of fiduciary duty against certain of the Company’s current and former officers and directors (collectively, the “Individual Defendants”), and with the Company, “Defendants”) (Plaintiff and Defendants are collectively referred to herein as the “Parties”);

WHEREAS, factually related securities class actions captioned *Moreno v. PolarityTE, Inc., et al.*, Case No. 2:18-cv-00510-JNP-PMW (D. Utah) and *Lawi v. PolarityTE, Inc., et al.*, Case No. 2:18-cv-00541-DB-EJF (D. Utah) are currently pending in the U.S. District Court for the District of Utah (the “Class Actions”), in which the plaintiffs assert federal securities claims against the Company and certain of its officers and directors;

WHEREAS, PolarityTE and the other defendants in the Class Actions intend to file motion(s) to dismiss the Class Actions pursuant to a stipulated briefing schedule;

WHEREAS, while Plaintiff believes this Action has merit independent of and is not dependent on the outcome of the Class Actions, the Parties agree that a ruling on PolarityTE’s anticipated motion to dismiss the Class Actions may help inform the manner in which this Action proceeds;

WHEREAS, in an effort to proceed in the most efficient manner, the Parties agree that this Action should be temporarily stayed until the resolution of the motion(s) to dismiss the Class Actions;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the Parties, through their undersigned counsel of record and subject to approval of the Court, as follows:

1. The undersigned counsel for Defendants has been authorized to accept, and hereby agrees to accept, service of the complaint in this Action on behalf of each of the Defendants, subject to the terms set forth herein.

2. This Action, including all deadlines and hearings, is hereby stayed until the motion(s) to dismiss in the Class Actions has/have been (i) denied in whole or in part; or (ii) granted with prejudice, and any appeals pertaining to the motion(s) to dismiss have concluded, or the time for seeking appellate review passed with no further action from the Class Action parties.

3. Defendants shall promptly notify Plaintiff of any related derivative actions that are filed against Defendants.

4. Plaintiff reserves the option to terminate this stay if any related derivative action is not stayed for a similar or longer duration by giving thirty (30) days' notice in writing. During the thirty (30) days following written notice, the Parties will confer in good faith regarding a proposed schedule.

5. Notwithstanding the staying of the Action, Plaintiff may file an amended complaint during the pendency of the stay. Defendants shall not be obligated to respond to the current complaint or any subsequent complaint while the Action is stayed, and Defendants reserve all rights with respect to any subsequent complaint.

6. By entering into this Stipulation, the Parties do not waive any rights not specifically addressed herein. Defendants preserve all rights, objections, and defenses, and Plaintiff preserves all rights and claims.

7. The Parties agree to meet and confer in good faith following any lifting of this stay to submit a proposed scheduling order to the Court.

IT IS SO STIPULATED.

Dated: November 20, 2018

STOEL RIVES LLP

By: /s/ Kenneth B. Black

Kenneth B. Black

Michael R. Menssen

*Attorneys for Defendants PolarityTE, Inc., Denver
Lough, Michael Beeghley, Willie C. Gogan, Jeff
Dyer, Steven Gorlin, Jon Mogford, John Stetson
and Edward Swanson*

Dated: November 20, 2018

HATCH, JAMES & DODGE, P.C.

By /s/ Mark F. James (with permission via email)

Mark F. James

Attorneys for Plaintiff Henry Monther

Dated: November 20, 2018

THE BROWN LAW FIRM, P.C.

By /s/ Timothy W. Brown (with permission via email)

Timothy W. Brown

Attorneys for Plaintiff

Dated: November 20, 2018

THE ROSEN LAW FIRM, P.A.

By /s/ Phillip Kim (with permission via email)

Phillip Kim

Attorneys for Plaintiff